

RECORD OF DECISIONS

From: Broadcasting Board of Governors

Date: November 19, 2010

Subject: **Decisions of Board at BBG Meeting of November 19, 2010**

The Broadcasting Board of Governors (BBG) met today in Washington, D.C. at BBG Headquarters. The meeting was open for public observation via streaming on the BBG website.

The meeting was attended by the following Board members:

Chairman Walter Isaacson
Governor Victor Ashe
Governor Susan McCue
Governor Michael Meehan
Governor Dennis Mulhaupt
Governor Dana Perino
Governor S. Enders Wimbush
Under Secretary Judith McHale

The following Board members were not in attendance:

Governor Michael Lynton

The Broadcasting Board of Governors agreed to the following items [by unanimous consent]:

1. Adoption of October 13, 2010 Minutes. The Board adopted the minutes of October 13, 2010 meeting [under Tab 7 of the Briefing Book].
2. Protection of Journalists. The Board expressed its continuing concern about the protection of contract journalists (or “stringers”) -- such as Mr. Abdumalik Bobaev of the VOA Uzbek Service -- who are prosecuted for their activities on behalf of the BBG. The Board notes that, in many instances, these journalists have little, if any, means to defend themselves against allegations raised by their governments or prosecution in their courts. The Board directs the BBG staff to continue to explore options through which the Agency might provide some means of financial assistance to such journalists in trouble abroad, including by drafting legislation if appropriate. BBG staff is directed to provide recommendations to the Board by the next Board meeting.
3. Resolution: Implementation of Model BBG Ethics Program. The Board expressed its gratitude to Robert Cusick, the Director of the U.S. Office of Government Ethics, for

briefing the Board. The Board of Governors is committed to creating and fostering an ethical culture within the Agency. The Board's expectation is that all BBG supervisors and employees will comply with applicable federal ethics rules and guidelines. The Board directs the senior management of the Agency to create an environment of accountability among all levels of management in the Agency and among Agency employees in order to promote compliance with ethical guidelines.

The Board notes that it has been briefed on a proposed model ethics program that the Agency's ethics officers are planning to roll out over the course of the next year.

The Board adopted a related resolution and delegation of authority [behind Tab 6 in the Briefing Book]:

1. A resolution to direct the Designated Agency Ethics Official to design and manage a comprehensive agency-wide ethics program focused on inspiring a culture of ethical behavior throughout the Agency and to implement this program through training throughout the Agency over the course of the next year.
 2. A delegation of authority to re-appoint Paul Kollmer-Dorsey as the Designated Agency Ethics Official and to nominate Patricia Hargrave as Alternate Designated Agency Ethics Official.
4. Adoption of Governance Committee Recommendations. The Board heard a briefing from Governors Mulhaupt and Ashe regarding the Governance Committee meeting held on November 18, 2010. The Board adopted the following Governance Committee recommendations:
- Adoption of September 15, 2010 Committee Report. That the plenary Board adopt the Governance Committee recommendations from the September 15, 2010 Governance Committee Report, noting that the plenary Board has already adopted several of the Committee's recommendations at the Board's September 17 and October 13, 2010 meetings.
 - Include Human Capital in Committee Mandate. Noting that the Board broadened the Governance Committee's mandate to include the functions of the Personnel Committee of the prior Board, that the Governance Committee Terms of Reference be furthered broadened to include the overall structure and use of human capital within BBG-funded United States international broadcasting (including, without limitation, issues of staff morale and management structures).
 - Maximizing Use of Board Committees. That the plenary Board note the Committee structure established by the Board to facilitate BBG governance, along with the functions assigned to each Committee. A chart illustrating the Committee structure is attached as Attachment 1. In order to take advantage of BBG staff resources as

efficiently as possible, that individual Governors endeavor, where possible, to raise new issues and requests for information as agenda items within the Board's existing committee structure, rather than reaching out to individual BBG staff members and that individual Governors give due consideration to, and clarify, the relative priority of their respective requests to BBG staff as compared to other ongoing Committee and Board projects.

- Agency Management. That the plenary Board note that (i) as head of agency, the Board has ultimate responsibility for ensuring that the BBG is a well-managed federal agency; and (ii) the authority for the day-to-day management of certain key functions of the federal agency has been delegated to the Director of the International Broadcasting Bureau, as shown in the chart set forth in Attachment 2 hereto, subject to the Board's ongoing supervision.

That the plenary Board affirm that, management and operation of the BBG as a federal agency in accordance with best federal practices is of strategic importance to the Board and to the continued success of United States international broadcasting. That the Committee assess and clarify in a recommendation to the plenary Board the authority of the IBB Director to manage the day-to-day operations of certain key functions of the federal agency. That the Committee consider reporting mechanisms that will allow the plenary Board to assess the status of Agency policies and practices in key areas within the federal agency compared to best federal practices.

- Differences between the Federal Agency vs. Private Non-profit Entity Governance. That the plenary Board affirm that, in implementing its mandate over United States international broadcasting, BBG should take advantage of the operational flexibilities of its private nonprofit grantees, while giving due consideration to the requirements of the BBG's statutes and federal laws and regulations that are applicable to federal grantees.
- Government in the Sunshine Act Compliance Protocol. That the plenary Board note (i) the requirement of the Government in the Sunshine Act to make the decision-making of the Board open to public observation, subject to the statutory exceptions that are intended to preserve the integrity of the Board's deliberative processes, and (ii) that the BBG Office of the General Counsel has appointed a Government in the Sunshine Act compliance officer to monitor proposed Board activities and make recommendations to the Board Secretary to assure compliance with the requirements of the Act.

That the plenary Board adopt the Government in the Sunshine Act compliance protocol set forth in Attachment 3 as a guideline for structuring applicable Board activities in order to remain in compliance with the Act.

- Firewall Policy. That the plenary Board note that the United States International Broadcasting Act of 1994 (as amended) contains safeguards (and the Board acts as a “firewall”) to preserve the journalistic independence and integrity of BBG programming from political and other types of interference from other parts of the federal government. That the existing policy be modified to require that, upon learning of any firewall violation, each relevant entity head shall report such violation immediately to the Board through the BBG Executive Director.
 - Crisis Management. That BBG staff be directed to assess the existing policy, based upon input from the IBB Director and the broadcasting entities, and make recommendations to the Governance Committee on such changes to the policy as may be advisable, given the current state of BBG-sponsored United States international broadcasting and the BBG’s operating history.
 - Public Access to the BBG Website. That BBG staff be directed to develop and propose “user-friendly” portals for the public to access information related to Board meetings and operations and propose a protocol for proactively releasing decisions of the Board to the public, consistent with ongoing Board guidance.
 - Revision of Grant Agreements. That BBG staff be directed to initiate efforts to revise the grant agreements consistent with the plenary Board’s September 17, 2010 decision that the grant agreements should reflect the operational realities of the relationships between the BBG and each nonfederal grantee.
 - Entity Oversight. That each grantee should establish an audit committee of its respective Board of Directors.
5. IBB Coordinating Committee. The Chair noted that, at its September meeting, the Board directed the IBB Director to convene the Coordinating Committee required under the United States International Broadcasting Act. At its October meeting in Prague, the Board decided that the work of the IBB Coordinating Committee in developing recommendations on distribution strategy and technology strategy should be folded into the BBG strategic review which the Board launched in September. The IBB Director briefed the Board on the current status of the IBB Coordinating Committee.
 6. BBG Strategic Review: Global Operating Environment – Research Briefings. Governor Wimbush, chair of the Budget and Strategy Committee, gave remarks on the current status of the BBG strategic review. Governor Wimbush noted that, in addition to its own internal reviews, the BBG has reached to outside experts to help the Board understand the global operating environment for international broadcasting. The Board then heard research briefings from [representatives of InterMedia and Gallup].

Walter Isaacson
Chairman

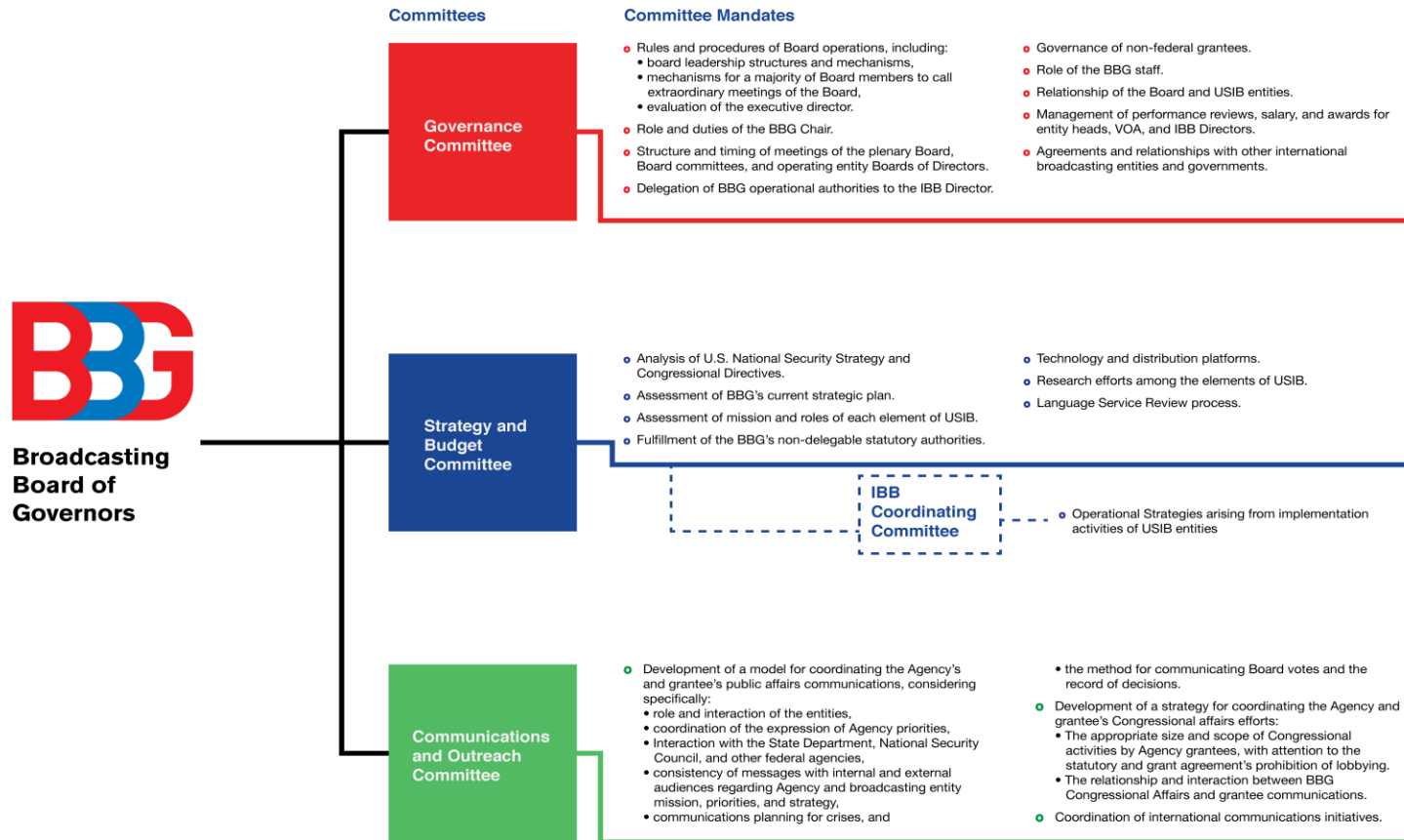
Witnessed:

Paul Kollmer-Dorsey
Secretary

Attachments:

1. BBG Committee Structure
2. Overview of BBG Functional Authorities
3. Government in the Sunshine Act Compliance Protocol

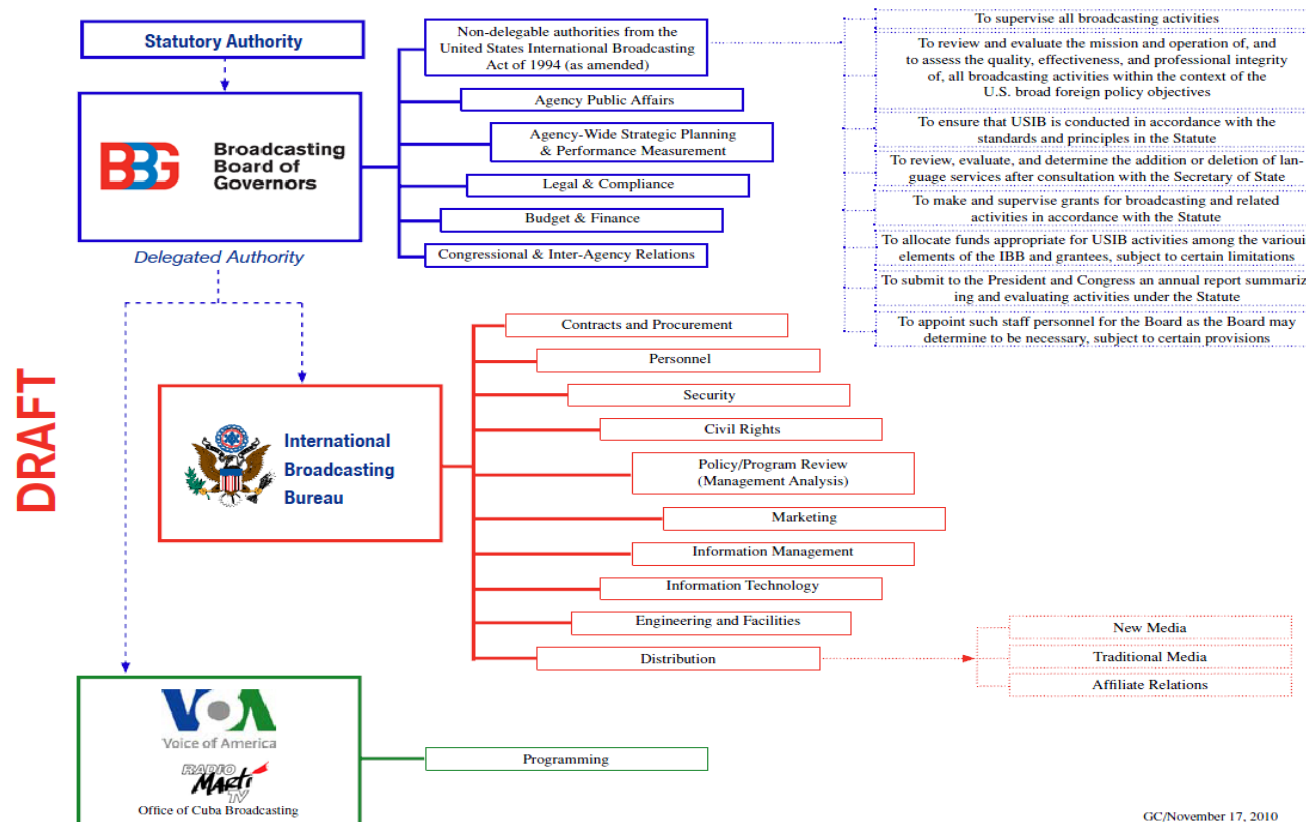
ATTACHMENT 1



--- Reporting relationship

October 2010

Overview of BBG Functional Authorities



**GOVERNMENT IN THE SUNSHINE ACT (GISA)
Compliance Protocol**

Meetings v. Briefings

- Only “meetings” are required to be open to the public.
- A “meeting” requires joint action or discussions to produce joint action.
- Briefings from staff or preliminary discussions not intended to lead to joint action are not “meetings” under GISA and thus not required to be open to the public.
- Therefore, briefings can be closed to the public, but meetings should at least be partially open.

Process

- GISA requires public notice be published seven (7) days prior to a meeting; notice must include time and place of meeting and whether it will be open, closed, or include a closed session.
- Developing an agenda roughly 14 days prior to a meeting is crucial to determine which portions of a meeting may properly be closed to the public.
- 14 days before a meeting, a draft agenda will be distributed to Governors for review and input.
- Board Staff will indicate which (if any) possible agenda items are eligible for closure and indicate the applicable exemptions.
- Governors must vote to close a meeting to discuss particular agenda items, with a majority required to close; all votes should be cast at least 9 days prior to meeting.
- Board staff will prepare public notice and deliver to Federal Register 7 days prior to meeting, indicating whether the meeting will be fully open or partially closed.
- Open sessions of meetings do not need to be recorded; closed sessions must be recorded verbatim; non-meetings do not need to be recorded.
- There is no requirement under the GISA to create or publish any record of decisions; the only documentary requirements are the public notice and electronic recording or transcript of closed sessions.

